

Exhibit B

Bylaws of The Association of Legal Aid Attorneys, Amalgamated Local Union 2325 of The International Union, United Automobile, Aerospace And Agricultural Implement Workers of America (UAW), AFL-CIO

As Last Amended on February 14, 2023

Article I: Name

The name of this union is The Association of Legal Aid Attorneys (ALAA), Amalgamated Local Union 2325 of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW), AFL-CIO.

Article II: Constitution

The Constitution of this union is the Constitution of the International Union, UAW. These bylaws are subordinate to said Constitution.

Article III: Principles and Purposes

The purpose of this Amalgamated Local Union is:

- to organize and unite into the union all workers who represent indigent clients;
- to advance the economic, social, political, and cultural interests of our members;
- to improve the working conditions, treatment, wages, benefits, and professional standing of members and protect all members from illegal, improper, arbitrary or discriminatory treatment;
- to ensure the provision of high-quality legal services to our clients and advocate for the improvement of these services in other arenas;
- to advocate through political outreach for the advancement of the interests of our membership, our clients and of poor and working people in general;
- to maintain relations with other labor organizations and work cooperatively with other unions for the advancement of the interests of our members, our clients and of poor and working people;
- to educate our members in the history of the labor movement;
- to develop and maintain an informed and dignified membership in the ranks of organized labor.

Article IV: Membership

§ 1. **Authority**. The membership is the highest authority within the union. It has authority to

determine critical issues such as ratify contracts, strike, return to work, set dues, and elect Officers and Delegates, including Delegates to UAW Constitutional Conventions.

§ 2. Eligibility. Membership is open to all employees of the chapters of the union, to those who subsequently agree to the union's representation and to those terminated employees whom the membership or the Joint Council votes to retain as members. Pursuant to Article 55 of the UAW Constitution, membership is also open to retired members.

§ 3. Good Standing. Members who have paid, or authorized check-off of, all dues and other financial obligations are members in good standing unless suspended or expelled from membership as specified in Article 31 of the UAW Constitution. Members on unpaid leaves of absence can remain in good standing if they pay the dues which they previously paid as active employees. Members in good standing are entitled to the benefits of membership, including voting and participating in union affairs.

§ 4. Termination. Membership in the union will end under any of the following circumstances: (1) Acceptance of a managerial position, including that of interim supervisor; (2) Expulsion for conduct unbecoming a member by decision of the Trial Committee pursuant to Article 31 of the UAW Constitution; or (3) Resignation pursuant to the procedures set forth in Article 6, § 17 of the UAW Constitution.

§ 5. Fees.

§ 5.1. Initiation Fee. There is a fifty-dollar (\$50) initiation fee for new members.

§ 5.2. Reinstatement Fee. A member not in good standing who applies to be reinstated shall pay a \$50 reinstatement fee in addition to any dues or fees owed as outlined in Article 16, § 22 of the UAW Constitution. However, a member who accepts a Joint Council approved interim supervisory position of three (3) months or less will not be required to pay a reinstatement fee upon returning to the bargaining unit within three (3) months of the start of such interim position.

§ 6. ALAA Membership Meetings.

§ 6.1. Frequency. ALAA membership will meet upon (1) call of the President; (2) majority vote of the Amalgamated Council or Joint Council; or (3) petition of twenty (20) percent of membership.

§ 6.2. Quorum. A quorum at membership meetings consists of twenty (20) percent of members in good standing prior to the meeting. If applicable, absentee ballots, as permitted by the chapter Executive Board or the Joint Council, can be counted toward establishing a quorum.

§ 6.2.1 Quorum for Representative Recall. A vote on the question of recalling a representative as per Article 45, § 3 of the UAW Constitution may be initiated by a petition setting forth the reasons why the recall is sought and signed by at least forty (40) percent of the current members in good standing who fall under the jurisdiction of the representative. Forty (40) percent of the current members in good standing who fall under the jurisdiction of the representative must be present at the recall meeting to establish a quorum. As per Article 45, § 3

of the UAW Constitution, a two-thirds (2/3) vote of the members present at such special meeting shall be required to recall.

§ 7. **Voting.** Election of Officers and Delegates requires in-person voting at designated offices or polling places as specified in the UAW Constitution. Votes to strike or call off a strike shall occur in person at a membership meeting. Otherwise the membership may vote by mail, at an appropriate meeting, or in person at a designated office or polling place as determined by the chapter Executive Board or Joint Council. Provision for absentee ballots for membership votes may be made by the chapter Executive Board or Joint Council consistent with the UAW Constitution, including Article 38, § 10 and Article 50, § 1(b).

Article V: Officers and Staff

§ 1. **President.** The President is the chief executive officer of the union. In addition to the duties specified in the UAW Constitution, the President will preside over meetings and be charged with carrying out all resolutions of the membership, the Joint Council, the Amalgamated Council and chapter Executive Boards. Between meetings of the Joint Council, the Amalgamated Council and chapter Executive Boards, the President shall exercise general administrative authority and shall be empowered to act on behalf of and take action permitted by the respective boards and subject to subsequent approval of the respective boards. The President represents the union in dealings with other UAW bodies, organizations and any public entities. The President or the Financial Secretary-Treasurer in their absence is ex-officio member of all union committees. In the event that the President comes from a chapter that does not have a Chapter Chair, the President may act as the Chapter Chair for their respective chapter.

§ 2. **Financial Secretary-Treasurer.** In case of resignation, illness, removal, death or absence of the President, the Financial Secretary-Treasurer will carry out all duties of the President, until, if necessary, an election for President is held pursuant to the UAW Constitution. In addition to the duties specified in the UAW Constitution, the Financial Secretary-Treasurer will carry out all duties prescribed by the President and resolutions of the membership, the Joint Council, the Amalgamated Council and the chapter Executive Boards. The Financial Secretary Treasurer will also attend all meetings and take custody of all votes and minutes of meetings of those bodies. The Financial Secretary-Treasurer will also have custody of all union funds, keep records of all receipts and disbursements and submit periodic accountings of the union's financial transactions to union Trustees, the Joint Council, the Amalgamated Council and chapter Executive Boards.

§ 3. **Recording Secretary.** In addition to the duties specified in the UAW Constitution, the Recording Secretary will take minutes of Joint Council meetings and Amalgamated Council meetings. The Recording Secretary shall take minutes for his/her own chapter Executive Board and coordinate this obligation for the other chapters.

§ 4. **Trustees.** These three (3) officers will fulfill the duties as specified in the UAW Constitution.

§ 5. **Sergeant-at-Arms.** This officer will fulfill the duties as specified in the UAW Constitution.

§ 6. **Guide.** This officer will fulfill the duties as specified in the UAW Constitution.

§ 7. **Staff.**

§ 7.1. **President.** The President is the primary full-time employee of the union.

§ 7.2. **Financial Secretary-Treasurer.** Finances permitting, the Financial Secretary-Treasurer may also be on staff.

§ 7.3. **Other Staff.** The decision to hire any additional Local Union staff will be determined by the Amalgamated Council.

§ 8. **Compensation and Expenses.**

§ 8.1 **Compensation.** Finances permitting, the President and Financial Secretary-Treasurer, in that order, will be on union staff and receive the same salary and benefits they would have received as an active staff attorney with commensurate experience at The Legal Aid Society. Compensation for any other employee or staff will be set by the Amalgamated Council.

§ 8.2. **Expenses.** Per diem, transportation and mileage costs including metro cards, lost time, cell phones, and other reimbursement for attendance at UAW or Local Union functions may be payable as allowed by the UAW International Union Executive Board.

§ 9. **General.** All union Officers, Delegates and other representatives, and all other members handling funds or other property of the Union shall, at the completion of their duties, turn over all papers, documents, funds and/or Union property to the ALAA officers, and refrain from using information learned during their duties against other members or the union.

Article VI: Joint Council

§ 1. **Authority.** The Joint Council is the highest authority in the union after the membership. No grievance will be arbitrated without its approval. The Joint Council will hold elections for any committee chairs for local union committees, including those listed in Article 44 of the UAW Constitution.

§ 2. **Composition.** The Joint Council will be composed of the following:

- All UAW Constitutional Officers.
- NYC Legal Aid Society Attorney Chapter (LASNYC) representational officers delegates in accordance with the apportionment rules below.
- ALAA's other chapters: the Chapter Chair plus at least one additional delegate as per the apportionment rules below.

§ 3. **Apportionment.** Delegates shall be apportioned according to the following formula unless an express exception is specified in the respective Chapter bylaws: One (1) Delegate per every ten (10) members, rounded up to the nearest multiple of ten (10), with each office, unit and complex entitled to at least one (1) Delegate. The members of each office, unit and complex may elect up to three (3) ranked alternates, who may vote in the absence of the Delegate(s).

§ 4. **Duties.** Delegates and Alternate Delegates will carry out all duties prescribed by the President and their respective constituencies, attend all meetings, and carry out all resolutions of the membership, Joint Council, Amalgamated Council and their respective Chapter Executive Board. The Delegates and Alternate Delegates will preside over all meetings of the members and of their respective constituencies when the representational officers are not available to do so.

§ 4.1. **Meetings.** Each boro office, unit, or other worksite-based grouping of members will meet at least once per month. A quorum consists of twenty (20) percent of the total membership of each boro office, unit, or other worksite-based grouping of members.

§ 5. **Joint Council Meetings.** The Joint Council will meet at least every two (2) months, and at other times as scheduled by the President, the Amalgamated Council or itself. A quorum consists of twenty (20) percent of the total number of Delegate positions allocated, regardless of whether they are filled.

§ 6. **Voting.** Each Delegate is entitled to one (1) vote. Constitutional Officers other than the President, will be entitled to vote as if they were Delegates. Alternate Officers may simultaneously serve as Delegates on the Joint Council; however, in no event may a member cast more than one vote. The ranked Alternate Delegates may vote only if the Delegate is absent at a Joint Council or other meeting. The President may vote only when the Joint Council is equally divided and the President is presiding. If an Officer other than the President is presiding, that Officer will only have a right to vote when the Joint Council is equally divided.

Article VII: Amalgamated Council

§ 1. **Authority.** The Amalgamated Council is empowered to make financial decisions, hire, discipline and fire Local Union staff, execute a real estate lease, deed, service or maintenance contract or other long-term agreement, organize, and perform other duties as shall from time to time be assigned to it by the Joint Council or membership.

§ 2. Composition.

§ 2.1. **Constitutional Officers.** The Amalgamated Council shall be composed of the following eight (8) UAW Constitutional Officers who are elected after a membership vote as per Article 38 of the UAW Constitution:

- President
- Financial Secretary-Treasurer
- Recording Secretary
- Trustees (3)

- Sergeant-at-Arms
- Guide

§ 2.2. Chapter Representatives. Each ALAA chapter shall have the following representation:

- The Legal Aid Society Attorney Chapter (LASNYC): seven (7) representatives total, the Chapter Chair, one Officer from each practice area (Criminal Defense; Juvenile Rights, and Civil), one (1) ACLA Officer, one (1) BALA Officer and one (1) LGBTQ Officer as determined by the respective Chapter Executive Board.
- Any and all other ALAA chapters shall have one representative on the Amalgamated Council, their Chapter Chair.

§ 3. Amalgamated Council Meetings. The Amalgamated Council will meet at least one (1) time per quarter unless the President calls for an emergency meeting. In order to facilitate full participation in every meeting, these meetings may occur over conference call or any technology deemed acceptable by Amalgamated Council members. A quorum consists of forty (40) percent of the total number of positions allocated, regardless of whether they are filled.

§ 4. Voting. Each Amalgamated Council representative is entitled to one (1) vote. There are not alternates for these positions so only the sitting representative may vote. At the discretion of the Amalgamated Council, voting can occur using technology such as email.

Article VIII: Elections

§ 1. Eligibility. Pursuant to the UAW Constitution, Officer and Alternate Officer candidates must be a member in good standing for one (1) year prior to the nomination. Candidates for Delegate and Alternate Delegate must be a member in good standing for six (6) months prior to the election.

§ 2. Terms. Pursuant to Article 38, § 2 of the UAW Constitution, all terms of office for Officers and Alternate Officers will be three (3) years. Pursuant to Article 45 of the UAW Constitution, all terms of office for Delegates and Alternate Delegates will be three (3) years.

§ 3. Vacancies. Vacancies of all UAW Constitutional Officer positions shall be filled promptly by a special election. If an office, boro or practice is entitled to an increase in the number of Delegates due to an increase in the number of members represented, such election shall occur only after the annual census. Any decrease in the number of Delegates shall only occur pursuant to the triennial general elections.

§ 4. Procedure. All elections will be run pursuant to the UAW Constitution, including Article 38.

§ 4.1. Election Committee. An Election Committee will conduct, oversee and certify all union elections. The Election Committee is composed of up to nine (9) non-candidates and elected by the Joint Council prior to general elections. Committee members will designate the Election Committee Chair.

§ 4.2. **Election Apportionment.** Officer and Delegate representation will be based on the most recent annual census.

§ 4.3. **ALAA Officer Elections.** The Officer nomination process will begin at the November Joint Council meeting and the Joint Council will set the date of ALAA Officer elections between January 8 and January 23. The Election Committee as the Joint Council's designee will accept written or email officer nominations during a fifteen (15) day period. The election must occur at least seven (7) days after close of nominations. The Election Committee shall ensure that candidate forums are conducted so as to assure the ability of as many members as possible to attend.

§ 4.4. **Delegate Elections.** Delegate and Alternate Delegate elections shall occur within forty-five (45) days after Officer elections.

§ 4.5. **Location of Voting.** Members will vote in person in their offices or at a designated polling place.

§ 4.6. **Margin Required.** Pursuant to Article 38 of the UAW Constitution, election of Executive Officers will require a majority of votes cast. All other elections will be by plurality vote. If a run-off election is needed, the Election Committee cannot hold said run-off election within fifteen (15) days of the general election and proper notice must be given as per the UAW Constitution.

§ 4.7. **Uncontested Elections.** Pursuant to Article 38, §17 of the UAW Constitution, unopposed candidates shall be considered elected.

§ 4.8. **Voting Procedure.** Voting procedures utilized will be designed to accommodate the greatest number of members, particularly those assigned to work night arraignment shifts.

§ 4.9. **Installation.** Within thirty (30) days of a general election, there shall be a membership meeting at which, regardless of quorum, the Elections Committee or its designee shall give its report on the election results and the elected Officers and Delegates shall be installed. Any timely protest to the election could be discussed at this meeting but shall only be voted on by the membership at a subsequent meeting or other form of vote held within thirty (30) days thereafter.

Article IX: Strikes

UAW Constitution Article 50 controls strikes. Each Chapter has the sole authority to call for a strike of its Chapter membership. Votes to strike or call off a strike shall occur in person at a membership meeting. Any member accused of violating a strike will be subject to trial under UAW Constitution Article 31, and, if found guilty, to the penalties specified therein.

Article X: Appeals

All appeals shall be governed by UAW Constitution Article 33. Pursuant to the UAW Constitution Article 33, § 3, appeals must first be made in writing to the chapter Executive Board within sixty (60) days from the time the appellant first becomes aware, or reasonably should have become aware of the alleged action, inaction, or decision. Appeals from the chapter Executive Board then go to the Amalgamated Council. The time limit for an appeal from the chapter Executive Board decision to the Amalgamated Council is thirty (30) days. Within thirty (30) days of reaching a decision, the appellant may appeal further from the Amalgamated Council by submitting their appeal in writing for consideration by the membership at the next Joint Council or membership meeting. At each appropriate level of appeal the appellant must have a full opportunity to be heard prior to a decision.

Article XII: Parliamentary Order

Robert's Rules of Order will apply in all situations not covered by the UAW Constitution or these bylaws.

Article XIII: Fiscal Year

The fiscal year of this Local Union shall begin on January 1 and end on December 31.

Article XIV: Amendments

These bylaws may be amended by a majority vote of the members after thirty (30) days' notice of the proposed amendment or by a majority vote of the Joint Council after the proposed amendment is noticed on the agenda of two (2) consecutive Joint Council meetings.

Article XV: Savings Clause

A declaration that any provision of these bylaws is null and void will not in any way affect the validity of other provisions or the bylaws as a whole.

Article XVI: Adoption

These bylaws will become effective upon their adoption by a majority vote of the membership.